

**DISCLOSURE SCHEDULES OF
WELLPOINT HEALTH NETWORKS INC.**

Terms not otherwise defined herein shall have the meaning set forth in the Agreement and Plan of Merger dated as of November 20, 2001 by and between WellPoint Health Networks Inc., CF Acquisition Corp. and CareFirst, Inc.

The mere inclusion of an item in this Purchaser Disclosure Schedule as an exception to a representation or warranty shall not be deemed an admission by Purchaser that such item represents a material exception or fact, event or circumstance or that such item is reasonably likely to result in a Material Adverse Effect.

Schedule 5.1

Organization, Qualification and Authorization

(a) and (d)

<u>Company</u>	<u>State of Incorporation</u>
Affiliated Healthcare, Inc.	Texas
AHI Healthcare Corporation	Texas
American Managing Company	Texas
BCC Holdings Corporation, Inc.	California
BC Life & Health Insurance Company	California
Blue Cross and Blue Shield of Georgia, Inc.	Georgia
Blue Cross Blue Shield Healthcare Plan of Georgia, Inc.	Georgia
Blue Cross of California	California
Cerulean Companies, Inc.	Georgia
Comprehensive Integrated Marketing Services	California
Cost Care, Inc.	Massachusetts
Foxfield Ventures II, Inc.	Delaware
Greater Georgia Life Insurance Company	Georgia
Group Benefits of Georgia, Inc.	Georgia
Health Ventures Partner, LLC	Illinois (LLC)
National Capital Health Plan, Inc.	Virginia
UNICARE National Capital Preferred Provider Organization, Inc. (approximately 78% ownership interest)	Maryland
Park Square I, Inc.	California
Park Square II, Inc.	California
Park Square Holdings, Inc.	California
Precision Rx, Inc.	Texas
Professional Claim Services, Inc.	New York
TriState Inc.	Delaware
UNICARE Health Plan of Oklahoma, Inc.	Oklahoma
UNICARE Health Plan of Virginia, Inc.	Virginia
UNICARE Health Plans	Illinois (partnership)
UNICARE Health Plans of the Midwest, Inc.	Illinois
UNICARE Health Insurance Company of the Midwest	Illinois
UNICARE Life & Health Insurance Company	Delaware
UNICARE Illinois Services, Inc.	Illinois
UNICARE National Services, Inc.	Delaware
UNICARE of Texas Health Plans, Inc.	Texas
UNICARE Service Co.	California
UNICARE Specialty Services, Inc.	Delaware
WellPoint Association Services Group, Inc.	Washington
WellPoint Behavioral Health, Inc.	Delaware

WellPoint California Services, Inc.	Delaware
WellPoint Dental Services, Inc.	Delaware
WellPoint Development Company, Inc.	Delaware
Atlanta Healthcare Partners, Inc. (51% ownership interest)	Georgia
CSRA Healthcare Partners, Inc. (51% ownership interest)	Georgia
Congress Acquisition Corp.	Maryland
RWP Acquisition Corp.	Delaware

Purchaser owns, directly or indirectly, 100% of the outstanding equity interest of each of the above-named entities, other than as noted.

(c)

Foreign Corporation Qualifications

WellPoint Health Networks Inc.

Arizona (withdrawal application currently in process)
Colorado (withdrawal application currently in process)
California
Nevada
New York

WellPoint California Services, Inc.

California

UNICARE National Services, Inc.

California
Massachusetts

UNICARE Specialty Services, Inc.

California

WellPoint Foundation

California

Blue Cross of California

District of Columbia

Comprehensive Integrated Marketing Services

Texas

WellPoint Behavioral Health, Inc.

California
Texas

WellPoint Development Company, Inc.

Arizona

California
Georgia
Illinois
Kentucky
Maryland
Massachusetts
Nevada
New Jersey
Ohio
Texas

Professional Claim Services, Inc.

Alabama
California
Georgia
Idaho
Missouri
Nevada
New Jersey
North Carolina
Ohio
Pennsylvania
South Carolina

Cost Care, Inc.

Alabama
Arizona
Arkansas
California
Colorado
Georgia
Illinois
Louisiana
Mississippi
Missouri
Nevada
North Carolina
Oklahoma
Rhode Island
South Carolina
Texas
Virginia

Precision Rx, Inc.

(Precision Rx is licensed as a non-resident mail order pharmacy in approximately 40 states and has foreign corporation qualifications in those states that require additional qualification)

UNICARE Life & Health Insurance Company

(UL&H has Certificates of Authority to transact insurance business in all 50 states and has obtained foreign corporation qualifications in those states that require additional qualification)

Greater Georgia Life Insurance Company

Alabama

Mississippi

North Carolina

South Carolina

Tennessee

Virginia

WellPoint Association Services Group, Inc.

California

Schedule 5.4

No Violations; Consents and Approvals

1. Approval of the Blue Cross Blue Shield Association (the “BCBSA”) of the consummation of the transactions contemplated by this Agreement (including the acquisition by the foundations of greater than 5% of Purchaser’s outstanding Common Stock) pursuant to Purchaser’s license agreements therewith.
2. Purchaser will be required to provide notification to the California Department of Managed Health Care.

Schedule 5.5

Capitalization; Valid Issuance

1. There are outstanding approximately \$218,000,000 in aggregate principal amount at maturity of Purchaser's Zero Coupon Convertible Subordinated Debentures (the "Debentures"). The Debentures are convertible into Purchaser Common Stock at the option of the debentureholder. Conversions of Debentures may occur at any time prior to or after the Effective Time.
2. Purchaser has approximately 7,572,606 outstanding options and restricted share right grants under its employees stock incentive plans.

Schedule 5.9

Litigation; Judicial Proceedings

1. Purchaser has received a civil investigative demand from the Illinois Attorney General regarding business practices of Purchaser's affiliates, UNICARE Health Plans of the Midwest and UNICARE Health Insurance Company of the Midwest, which currently appears to be related to provider networks with respect to individual health policies.
2. Anesthesia Care Associates Medical Group, Inc., et al. v. Blue Cross of California and Burbank Podiatry Associates Group, APC, et al v. Blue Cross of California.

Schedule 5.11

Employee Plans

Purchaser maintains a Section 125 Cafeteria Plan for the benefit of its various employees, including medical insurance, dental insurance, vision insurance, group term life insurance, voluntary life insurance, dependent life insurance, short-term and long-term disability insurance, accidental death and dismemberment insurance, flexible spending accounts and dependent care spending accounts.

Adoption assistance program

Flex time

Employee assistance and Work/Life program

MedCall

Work on Wellness Program (health club fee, smoking cessation and weight loss reimbursement program)

Pension Accumulation Plan (cash-balance retirement plan)

Defined contribution pension plan for certain employees covered by collective bargaining agreement

Employee severance policy

Tuition Assistance Program

401(k) Retirement Savings Plan

Employee Stock Purchase Plan

Jury Duty Pay

Leave of Absence Plans

Officer Physical Exams

Group universal life insurance for officers

Comprehensive Executive Non-qualified Retirement Plan (deferred compensation plan)

Paid Time Off (effective January 1, 2002)

Company holidays

Retiree medical insurance and other benefits

Board of Directors Deferred Compensation Plan

1999 Stock Incentive Plan

2000 Employee Stock Option Plan

Executive Officer Annual Incentive Plan (Section 162(m) bonus plan)

Officer Change-in-Control Plan

Officer Severance Plan

Management Bonus Plan

Supplemental Executive Retirement Plan for certain executive officers

Amended and Restated Employment Agreement dated as of February 10, 1999 between Purchaser and Leonard D. Schaeffer (as amended)

Amended and Restated Special Executive Retirement Plan dated as of February 10, 1999 for the benefit of Leonard D. Schaeffer (as amended)

